

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1942

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING
AND APPROVING (A) THE DEBTORS' ENTRY INTO AND PERFORMANCE
UNDER THE PURCHASE AGREEMENT, (B) THE SALE OF THE PURCHASED
ASSETS, (C) THE ASSUMPTION AND ASSIGNMENT OF THE LEASES AND
THE CITY AGREEMENT, AND (D) THE DEBTORS' ENTRY INTO THE NEW LEASE
AND (II) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On February 5, 2025, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving (A) the Debtors' Entry Into and Performance Under the Purchase Agreement, (B) the Sale of the Purchased Assets, (C) the Assumption and Assignment of the Leases and the City Agreement, and (D) the Debtors' Entry Into the New Lease and (II) Granting Related Relief* (D.I. 1942) (the “**Motion**”).² Attached as Exhibit A to the Motion was a proposed form of order.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The deadline to object to the Motion was February 19, 2025, at 4:00 p.m. (ET). The Debtors have revised the proposed form of order to incorporate comments received from the Office of the United States Trustee (the “**U.S. Trustee**”) and WPG Management Associates, Inc. (“**WPG**”). The Debtors have not received any other comments to the Motion, and no objections to the Motion appear on the Court’s docket.

3. Attached hereto as **Exhibit A** is a revised proposed form of order (the “**Proposed Order**”) reflecting the comments of the United States Trustee and WPG.

4. Attached hereto as **Exhibit B** is a redline of the Proposed Order against the form of order attached to the Motion.

5. Counsel for the U.S. Trustee, WPG, and the Purchaser confirmed that they do not object to entry of the Proposed Order. Additionally, the Debtors incorporated comments from the Chubb Companies (as defined in the Proposed Order), who confirmed that their informal comments to the Motion are resolved.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: February 24, 2025
Wilmington, Delaware

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